

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

STAMP AND RETURN

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145		FCC/MELLON MAR 19 2007		SPECIAL USE ONLY	
				FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) KeySpan Corporation				(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 One MetroTech Center					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Brooklyn				(7) STATE NY	(8) ZIP CODE 11201
(9) DAYTIME TELEPHONE NUMBER (include area code) (718) 403-2000				(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0003-5071-75				(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME KeySpan Corporation					
(14) STREET ADDRESS LINE NO. 1 One MetroTech Center					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Brooklyn				(17) STATE NY	(18) ZIP CODE 11201
(19) DAYTIME TELEPHONE NUMBER (include area code) (718) 403-2000				(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0003-5071-75				(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE		(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)		(27A) TOTAL FEE		FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Allan C. Hubbard</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE <u>Allan C. Hubbard</u> DATE <u>March 16, 2007</u>					
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.					
SIGNATURE _____			DATE _____		

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>5</u>		SPECIAL USE
		FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME KeySpan Communications Corp.		
(14) STREET ADDRESS LINE NO. 1 1377 Motor Parkway		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Islandia	(17) STATE NY	(18) ZIP CODE 11749
(19) DAYTIME TELEPHONE NUMBER (include area code) (631) 300-3700		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0011-5657-44		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
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(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

FEDERAL COMMUNICATIONS COMMISSION		SPECIAL USE
REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY
Page No <u>3</u> of <u>5</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME National Grid plc		
(14) STREET ADDRESS LINE NO. 1 1-3 Strand		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY London, United Kingdom	(17) STATE	(18) ZIP CODE WC2N 5EH
(19) DAYTIME TELEPHONE NUMBER (include area code) (0) 20 7004 3000	(20) COUNTRY CODE (if not in U.S.A.) +44	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0016-0416-91	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
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REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY
Page No <u>4</u> of <u>5</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME National Grid USA		
(14) STREET ADDRESS LINE NO. 1 25 Research Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Westborough	(17) STATE MA	(18) ZIP CODE 01582
(19) DAYTIME TELEPHONE NUMBER (include area code) (508) 389-2000		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0016-0418-57		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
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(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
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(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
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(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

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REMITTANCE ADVICE (CONTINUATION SHEET)		FCC ONLY
Page No <u>5</u> of <u>5</u>		
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME National Grid US8 Inc.		
(14) STREET ADDRESS LINE NO. 1 25 Research Drive		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Westborough	(17) STATE MA	(18) ZIP CODE 01582
(19) DAYTIME TELEPHONE NUMBER (include area code) (508) 389-2000		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0016-0418-99		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
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(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

DICKSTEINSHAPIRO_{LLP}

1825 Eye Street NW | Washington, DC 20006-5403
TEL (202) 420-2200 | FAX (202) 420-2201 | dicksteinshapiro.com
Writer's Direct Dial: (202) 420-3680
E-Mail Address: HubbardA@dicksteinshapiro.com

March 16, 2007

Via Courier

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau
P.O. Box 358145
Pittsburgh, Pennsylvania 15251-5145

Re: *Application of KeySpan Corporation and KeySpan Communications Corp., Transferor, and National Grid plc, National Grid USA and National Grid US8 Inc., Transferee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Section 63.04 of the Commission's Rules for a transfer of control of KeySpan Communications Corp.*

Dear Ms Dortch:

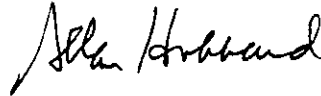
On behalf of KeySpan Corporation, KeySpan Communications Corp., National Grid plc, National Grid USA and National Grid US8 Inc., enclosed are an original and six (6) copies of an Application for transfer of control of KeySpan Communications Corp.

Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$965.00, in satisfaction of the filing requirements for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

If there are any questions regarding this filing, please contact the undersigned.

Respectfully submitted,



Allan C. Hubbard

Enclosures

copy to via e-mail: (w/enclosures) Renee Crittendon (WCB) – Renee.Crittendon@fcc.gov

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Application of
KeySpan Corporation and KeySpan
Communications Corp.,

Transferor,

and

National Grid plc, National Grid USA and
National Grid US8 Inc.,

Transferee,

For Grant of Authority Pursuant to Section 214 of
the Communications Act of 1934, as amended, and
Section 63.04 of the Commission's Rules for a
transfer of control of KeySpan Communications
Corp.

WC Docket No. 06-_____

APPLICATION

KeySpan Corporation ("KeySpan") and KeySpan Communications Corp. ("KeySpan Communications") (collectively, "Transferor") and National Grid plc ("National Grid"), National Grid USA and National Grid US8 Inc. ("Merger Sub") (collectively "Transferee"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, respectfully request the Federal Communications Commission ("Commission") to authorize a transfer of control of KeySpan Communications.

I. OVERVIEW

Transferor and Transferee (collectively, "Applicants") file this Application in connection with the planned acquisition by National Grid USA of KeySpan. National Grid is an international energy delivery company with principal activities in the regulated electricity and natural gas industries in the United Kingdom and in the United States. National Grid conducts its operations in the United States through its wholly-owned subsidiary, National Grid USA. National Grid USA is the Merger Sub's parent.

KeySpan and its subsidiaries are a major distributor of natural gas in the Northeastern United States and provide electric generation, transmission and distribution services to the Long Island Power Authority and electric generation capacity to other customers. KeySpan Communications, an indirect wholly-owned subsidiary of KeySpan, is a telecommunications carrier that owns and operates a fiber-based network in Long Island, New York City and New Jersey. KeySpan Communications uses its network and leased facilities to provide private line and special access services to telecommunications carriers, internet service providers and governmental and business customers in New York and New Jersey and to a carrier that provides private line service to a customer with offices in New York, California, Illinois and Virginia.¹

Following consummation of the merger, KeySpan Communications will be a wholly-owned, indirect subsidiary of National Grid. The transaction, which is described in Section II below, will be transparent to KeySpan Communications' customers.

For the reasons set forth in Section II below, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2)(i).

¹ KeySpan Communications also provides international bandwidth services, but not on a common carrier basis and thus, does not hold an international Section 214 authorization.

II. INFORMATION REQUIRED BY SECTION 63.04

Applicants submit the following information in response to the requirements in Section 63.04(a)(1)-(12) of the Commission's rules, 47 C.F.R. § 63.04(a)(1)-(12):

Section 63.04(a)(1) - Name, address and telephone number of each applicant:

Transferor:

KeySpan Corporation
One MetroTech Center
Brooklyn, NY 11201
(718) 403-2000 (Tel.)

KeySpan Communications Corp.
1377 Motor Parkway
Islandia, NY 11749
(631) 300-3700 (Tel.)

Transferee:

National Grid plc
1-3 Strand
London, WC2N 5EH
United Kingdom
+44 (0)20 7004 3000 (Tel.)

National Grid USA
25 Research Drive
Westborough, MA 01582
(508) 389-2000 (Tel.)

National Grid US8 Inc.
25 Research Drive
Westborough, MA 01582
(508) 389-2000 (Tel.)

Section 63.04(a)(2) - Jurisdiction of organizations:

Transferor:

KeySpan Corporation is a New York corporation.

KeySpan Communications Corp. is a New York corporation.

Transferee:

National Grid plc is a public limited company incorporated under the laws of England and Wales.

National Grid USA is a Delaware corporation.

National Grid US8 Inc. is a New York corporation.

Section 63.04(a)(3) - Correspondence concerning this application should be sent to:

Transferor:

Lewis J. Paper
Allan C. Hubbard
Dickstein Shapiro LLP
1825 Eye Street, NW
Washington, DC 20006-5403
Tel.: (202) 420-2200
Fax: (202) 420-2201
E-mail: PaperL@dicksteinshapiro.com
E-mail: HubbardA@dicksteinshapiro.com

and

Anna S. Chacko
Senior Counsel
KeySpan Corporation
175 East Old Country Road
Hicksville, New York 11801
Tel: (516) 545-5246
Fax: (516) 545-5029
E-mail: achacko@keyspanenergy.com

Transferee:

Gregory A. Hale, Esq.
Deputy General Counsel
National Grid USA
25 Research Drive
Westborough, MA 01582
Tel.: (508) 389-2877

Fax: (508) 389-2463

E-mail: GREGORY.HALE@us.ngrid.com

Section 63.04(a)(4) - Name, address, citizenship, principal business and ownership interest of owners of ten percent or more of each of the Applicants:

Transferor:

The following entity owns 10% or more of KeySpan Communications:

Name: KeySpan Services, Inc.

Address: One MetroTech Center
Brooklyn, NY 11201

Citizenship: U.S.

Principal business: Holding company for certain KeySpan businesses that are not regulated as gas or electric utilities.

Ownership interest: KeySpan Services, Inc. owns 100% of the equity in KeySpan Communications.

The following entity owns 10% or more of KeySpan Services, Inc.:

Name: KeySpan Energy Corporation

Address: One MetroTech Center
Brooklyn, New York 11201

Citizenship: U.S.

Principal business: Intermediate holding company for certain of KeySpan's regulated and unregulated businesses.

Ownership interest: KeySpan Energy Corporation owns 100% of the equity in KeySpan Services, Inc.

The following entity owns 10% or more of KeySpan Energy Corporation.

Name: KeySpan Corporation

Address: One MetroTech Center
Brooklyn, NY 11201

Citizenship: U.S.

Principal business: Natural gas distributor and electric generation, transmission and distribution.

Ownership interest: KeySpan Corporation owns 100% of the equity in KeySpan Energy Corporation.

There are no entities or persons who currently own or control, directly or indirectly, 10 % or more of the equity in KeySpan Corporation.

Transferee:

The following entity owns 10% or more of National Grid US8 Inc. (Merger Sub):

Name: National Grid USA
Address: 25 Research Drive
Westborough, MA 01582
Citizenship: U.S.
Principal business: Ownership of electric and gas utilities in the United States.
Ownership interest: National Grid USA owns 100% of the equity in the Merger Sub.

The following entity owns 10% or more of National Grid USA:

Name: National Grid Holdings Inc.
Address: 25 Research Drive
Westborough, MA 01582
Citizenship: U.S.
Principal business: Holding company
Ownership Interest: National Grid Holdings Inc. owns 100% of the equity in National Grid USA.

The following entity owns 10% or more of National Grid Holdings Inc.:

Name: National Grid (US) Partner 1 Ltd.
Address: 1-3 Strand
London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Holding company
Ownership interest: National Grid (US) Partner 1 Ltd. owns 100% of the equity in National Grid Holdings Inc.

The following entity owns 10% or more of National Grid (US) Partner 1 Ltd.:

Name: National Grid (US) Investments 4
Address: 1-3 Strand
London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Holding company

Ownership interest: National Grid (US) Investments 4 owns 99% of the equity in National Grid (US) Partner 1 Ltd.²

The following entity owns 10% or more of National Grid (US) Investments 4:

Name: National Grid (US) Holdings Ltd.
Address: 1-3 Strand
London WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Holding company
Ownership interest: National Grid (US) Holdings Ltd. owns 100% of the equity in National Grid (US) Investments 4.

The following entity owns 10% or more of National Grid (US) Holdings Ltd.:

Name: National Grid plc
Address: 1-3 Strand
London, WC2N 5EH
United Kingdom
Citizenship: United Kingdom
Principal business: Ownership of subsidiaries providing transmission and distribution of electricity and natural gas in the United Kingdom and the United States.
Ownership interest: National Grid plc owns 100% of the equity in National Grid (US) Holdings Ltd.

There are no entities and/or persons who own or control, directly or indirectly, 10% or more of the equity in National Grid plc.

Section 63.04(a)(5) – Certification that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Drug Abuse Act of 1988, 21 U.S.C. § 853(a):

Applicants certify that they are not subject to denial of Federal benefits pursuant to Section 5031 of the Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

² The remaining 1% of equity in National Grid (US) Partner 1 Ltd. is owned by National Grid (US) Partner 2 Ltd. National Grid (US) Partner 2 Ltd., in turn, is a wholly-owned subsidiary of National Grid (US) Investments 4.

Section 63.04(a)(6) - Description of the transaction:

Pursuant to an Agreement and Plan of Merger dated February 25, 2006, by and among National Grid, the Merger Sub and KeySpan, the Merger Sub, on the effective date of the merger, will merge with and into KeySpan, with KeySpan as the surviving company. Following consummation of the transaction KeySpan Communications will continue to be an indirect wholly-owned subsidiary of KeySpan; KeySpan will be a wholly-owned subsidiary of National Grid USA; and National Grid USA will continue to be an indirect wholly-owned subsidiary of National Grid. The merger transaction is expected to close later in 2007, subject to receipt of required regulatory approvals.

A chart showing ownership of KeySpan Communications before and after the proposed merger is provided in Exhibit A.

Section 63.04(a)(7) - Description of geographic areas in which the transferor and the transferee (and their affiliates) offer domestic telecommunication services and what services are provided in each case:

Transferor:

KeySpan Communications offers private line and special access services to customers in New York and New Jersey and leases facilities to a carrier for use in providing private line service to a customer with offices in New York, California, Illinois and Virginia. KeySpan Communications' customers include telecommunications carriers, Internet service providers, business customers and schools, universities and governmental agencies.

KeySpan and its affiliates (other than KeySpan Communications) do not offer domestic telecommunications services.

Transferee:

National Grid, National Grid USA, Merger Sub and their affiliates³ do not provide domestic interstate telecommunications services in the United States.

Section 63.04(a)(8) - Statement as to how the application fits into the streamlined category:

The Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules. Following consummation of the proposed transaction, Transferee will have less than a 10 percent market share of the interstate interexchange market and would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. The Applicants are not dominant with respect to any telecommunications services.

KeySpan and National Grid notified the Committee on Foreign Investment in the United States ("CFIUS") of the proposed merger. By letter dated July 10, 2006 in Case 06-40, the Assistant Secretary (International Affairs), Department of Treasury, advised that CFIUS, based on its review of information submitted to it regarding the merger, had determined there are no

³ National Grid Communications, Inc., an indirect wholly-owned subsidiary of National Grid USA, currently has authority to provide facilities-based intrastate telecommunications services in the Commonwealth of Massachusetts, in the States of Connecticut, Maryland, Michigan, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, and Vermont, and in the District of Columbia. National Grid Communications, Inc. principally offers Distributed Antenna Systems services in those jurisdictions. NEES Communications, Inc., an indirect wholly-owned subsidiary of National Grid USA, currently has authority to provide facilities-based intrastate telecommunications services in Connecticut and New York. NEES Communications, Inc. is a dark fiber provider. National Grid USA Service Company, Inc., a wholly-owned subsidiary of National Grid USA, holds radio licenses used to support National Grid USA's electric and gas utility business in the U.S.

issues of national security sufficient to warrant an investigation under section 721 of the Defense Production Act.⁴

Section 63.04 (a)(9) - Identification of all other Commission applications related to this transaction:

Applicants are concurrently filing applications on FCC Form 603 for approval of a transfer of control in connection with a number of radio licenses held by KeySpan and its subsidiaries and used in KeySpan's gas and electric businesses.⁵

In 2002, KeySpan Communications sought and obtained a determination from the Commission that KeySpan Communications is an exempt telecommunications company pursuant to Section 34(c)(1) of the Public Utility Holding Company Act of 1935 as amended by Section 103 of the Telecommunications Act of 1996. The Public Utility Holding Act was repealed by the Energy Policy Act of 2005 effective February 8, 2006.⁶ Although Section 1.5006 of the Commission's rules, 47 CFR § 1.5006, requires action by an exempt telecommunications company if there has been a material change in its status, Applicants understand that the Commission is no longer enforcing the rule.⁷

⁴ On July 7, 2006, the Federal Trade Commission granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act. By order dated October 20, 2006, the Federal Energy Regulatory Commission granted authorization for the merger of National Grid and KeySpan under Section 203 of the Federal Power Act.

⁵ National Grid USA, through its wholly-owned subsidiary National Grid USA Service Company, Inc., holds radio licenses used in National Grid USA's gas and electric businesses.

⁶ P.L. 109-58, § 1263.

⁷ See Public Notice, DA 02-127, released January 16, 2002 in NSD File No. ETC 01-22.

Section 63.04 (a)(10) - Statement of whether applicants are requesting special consideration because either part to the transaction is facing imminent business failure:

Applicants seek no such special consideration.

Section 63.04 (a)(11) - Identification of any separately filed waiver requests sought in conjunction with this transaction:

Applicants have filed no separate waiver requests in conjunction with this transaction.

Section 63.04 (a)(12) - Statement showing how a grant of the application will serve the public interest, convenience and necessity:

The proposed transaction will serve the public interest, convenience and necessity. The combined financial strength of National Grid and KeySpan will provide KeySpan Communications the potential to expand its product portfolio and service offerings to telecommunications customers and to promote competition in the special access market. Moreover, the proposed transaction will be transparent and seamless to customers.

III. CONCLUSION

For the foregoing reasons, Applicants request that the Commission promptly grant this application for a transfer of control of KeySpan Communications.

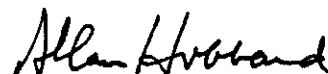
Dated: March 16, 2007

Respectfully submitted,



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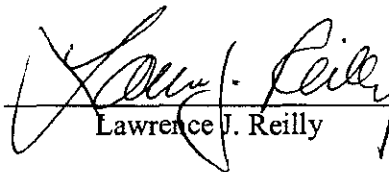
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NATIONAL GRID DECLARATION

I, Lawrence J. Reilly, Executive Vice President and General Counsel of National Grid USA, certify that the information in the foregoing Application as it pertains to National Grid plc and its subsidiaries is true and accurate to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 12th day of March 2007.


Lawrence J. Reilly

KEYSPAN DECLARATION

I, John J. Bishar, Jr., Executive Vice President and General Counsel of KeySpan Corporation and the Secretary of KeySpan Communications Corp., certify that the information in the foregoing Application as it pertains to KeySpan Corporation and its subsidiaries is true and accurate to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 14th day of March 2007.


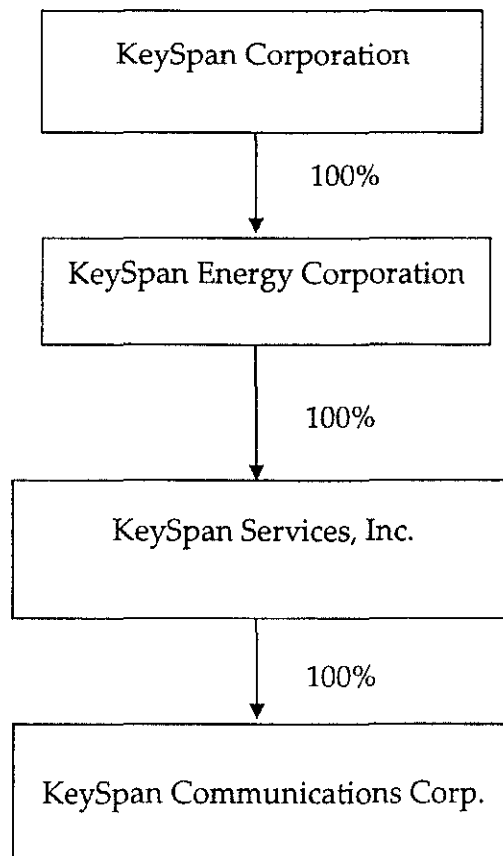

John J. Bishar, Jr.

EXHIBIT A

PRE-AND POST-MERGER OWNERSHIP OF KEYSpan COMMUNICATIONS

PRE-MERGER OWNERSHIP OF KEYSpan COMMUNICATIONS



POST-MERGER OWNERSHIP OF KEYSpan COMMUNICATIONS

